

KELLY JOHN P
Form 4
August 04, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY JOHN P

2. Issuer Name and Ticker or Trading Symbol
CROWN CASTLE INTERNATIONAL CORP [CCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1220 AUGUSTA, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
HOUSTON, TX 77057

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 Par Value | 08/02/2010 | | M | | 149,600 (1) | A | \$ 8.7 |
| Common Stock, \$0.01 Par Value | 08/02/2010 | | S | | 149,600 (1) | D | \$ 40.1073 (4) |
| Common Stock, \$0.01 Par Value | 08/03/2010 | | M | | 7,677 (1) | D | \$ 8.7 |

Edgar Filing: KELLY JOHN P - Form 4

| | | | | | | | | |
|--------------------------------|------------|---|------------------------|---|---------------------------|--------------------|---|-----------------|
| Common Stock, \$0.01 Par Value | 08/03/2010 | S | 7,677 ⁽¹⁾ | D | \$ 41 | 1,009,417 | D | |
| Common Stock, \$0.01 Par Value | 08/04/2010 | M | 142,323 ⁽¹⁾ | D | \$ 8.7 | 1,151,740 | D | |
| Common Stock, \$0.01 Par Value | 08/04/2010 | S | 142,323 ⁽¹⁾ | D | \$ 41.0106 ⁽⁵⁾ | 1,009,417 | D | |
| Common Stock, \$0.01 Par Value | | | | | | 22,618 | I | By GRAT 2009-1 |
| Common Stock, \$0.01 Par Value | | | | | | 22,618 | I | By GRAT 2009-2 |
| Common Stock, \$0.01 Par Value | | | | | | 405 ⁽²⁾ | I | By 401 (k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Common Stock, \$0.01 Par Value | \$ 8.7 | 08/02/2010 | | M | 149,600 ⁽¹⁾ | 09/25/2005 ⁽³⁾ 09/25/2011 | Common Stock | 149,600 | |

| | | | | | | | | |
|---|--------|------------|---|------------------------|---------------------------|------------|-----------------|------|
| Common Stock, \$0.01 Par Value | \$ 8.7 | 08/03/2010 | M | 7,677 ⁽¹⁾ | 09/25/2005 ⁽³⁾ | 09/25/2011 | Common Stock | 7,6 |
| Common Stock, \$0.01 Par Value | \$ 8.7 | 08/04/2010 | M | 142,323 ⁽¹⁾ | 09/25/2005 ⁽³⁾ | 09/25/2011 | Common Stock | 142, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLY JOHN P 1220 AUGUSTA SUITE 500 HOUSTON, TX 77057 | X | | | |

Signatures

/s/ John P. Kelly 08/04/2010
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option exercises and sales reported pursuant to this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- (2) Represents shares previously acquired in transactions exempt under Rule 16b-3(c)
- (3) Vested on September 25, 2005 (following the Company's common stock achieving a pre-established target price).
- (4) Represents the weighted average price of sales transacted on August 2, 2010; such sales were conducted through various transactions on August 2, 2010, at sales prices ranging from \$40.00 to \$40.29 per share.
- (5) Represents the weighted average price of sales transacted on August 4, 2010; such sales were conducted through various transactions on August 4, 2010, at sales prices ranging from \$41.00 to \$41.10 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.